

CLEARY GOTTSLIEB STEEN & HAMILTON LLP
One Liberty Plaza
New York, NY 10006
Telephone: (212) 225 2000
Facsimile: (212) 225 3999
Sean A. O'Neal, Esq.
Luke A. Barefoot, Esq.

Attorneys for Transform Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

**NOTICE OF WITHDRAWAL OF CERTAIN
CONTRACTS FROM THE NOTICE OF REJECTION OF
EXECUTORY CONTRACTS**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on May 16, 2019, Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Notice of Rejection of Executory Contracts* (ECF No. 3915) (the “**Rejection Notice**”),² notifying applicable counterparties that the Debtors intend to reject the Contracts listed on Schedule 1 to the proposed Rejection Order attached as Exhibit A to the Rejection Notice (“**Schedule of Rejected Contracts**”).

PLEASE TAKE FURTHER NOTICE that the Contracts listed on **Exhibit A** hereto (the “**Removed Contracts**”) are hereby removed from the Schedule of Rejected Contracts.

PLEASE TAKE FURTHER NOTICE that, other than the removal of the Removed Contracts from the Schedule of Rejected Contracts, the Rejection Notice remains otherwise unaffected.

PLEASE TAKE FURTHER NOTICE that the Debtors have consented to the filing of this notice which effectuates the withdrawal of the Rejection Notice as to the Removed Contracts without prejudice, and the Debtors are not seeking to reject the Removed Contracts at this time. The Debtors reserve all rights with respect to the Removed Contracts.

PLEASE TAKE FURTHER NOTICE that this notice will be provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), including service on the counterparty listed on **Exhibit A**. Transform Holdco LLC submits that no other or further notice need be provided.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Rejection Notice.

Dated: May 21, 2019
New York, New York

/s/ Luke A. Barefoot
CLEARY GOTTLIEB STEEN & HAMILTON LLP
One Liberty Plaza
New York, NY 10006
Telephone: (212) 225 2000
Facsimile: (212) 225 3999
Sean A. O'Neal, Esq.
Luke A. Barefoot, Esq.

Attorneys for Transform Holdco LLC

Exhibit A

Ref #	Claim No.	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date
626	N/A	SEARS HOLDINGS MANAGEMENT COMPANY ³	SEARS HOMETOWN AND OUTLET STORES INC	PRODUCT SERVICES APPENDIX 1.01-B	N/A	N/A	N/A
628	N/A	SEARS HOLDINGS MANAGEMENT COMPANY ³	SEARS HOMETOWN AND OUTLET STORES INC	SUPPLY CHAIN SERVICES APPENDIX 1.01-C	N/A	N/A	N/A

³ The description of this agreement is identical to the description that was included in the Rejection Notice. Transform Holdco LLC believes that the Rejection Notice inadvertently listed Sears Holdings Management Company as the Debtor counterparty to this agreement instead of Sears Holdings Management Corporation. For the avoidance of doubt, to the extent that the Rejection Notice should have referred to Sears Holdings Management Corporation, this notice shall nonetheless serve to remove this agreement from the Rejection Notice.